



# NORTH AMERICAN CAR CORPORATION

222 SOUTH RIVERSIDE PLAZA • CHICAGO, ILLINOIS 60606 U.S.A. • (312) 648-4000 • TELEX 255222

May 23, 1979.

RECORDATION NO. 5818-E Filed 1425

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423.

MAY 25 1979 - 1 05 PM

Re: Section 11303 Filing: <sup>INTERSTATE COMMERCE COMMISSION</sup> Supplemental Agreement dated as of May 18, 1979, ("Supplement") to Equipment Trust Agreement dated as of August 15, 1970, ("Agreement") by and between North American Car Corporation (the "Company") and Harris Trust and Savings Bank, as Trustee (the "Trustee").

MAY 25 1979

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Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are nine executed counterparts of the above described Supplement. The Agreement was recorded with the Interstate Commerce Commission at 2:30 p.m. on September 4, 1970, and was assigned recordation number 5818.

Under the Agreement, the Trustee leases the equipment subject thereto to the Company and the Company guarantees the payment of principal and interest on the equipment trust certificates issued under the Agreement all in accordance with the Agreement.

The general description of the equipment which the Supplement subjects to the terms of the Agreement is as stated in Schedule A of the Supplement. The Company will be the Vendor of such equipment to the Trustee.

The general description of the equipment which the Supplement releases from the terms of the Agreement is as stated in Schedule I to the Supplement.

Also enclosed is a check, payable to the Interstate Commerce Commission, in the amount of \$10.00 as the recording fee for the Supplement.

Pursuant to the Commission's rules and regulations for the recording of certain documents under Section 11303 of the Interstate Commerce Act, you are hereby requested to duly file two of the enclosed counterparts for record in your

RECEIVED  
MAY 25 12 12 PM '79  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE

*Handwritten signature/initials*

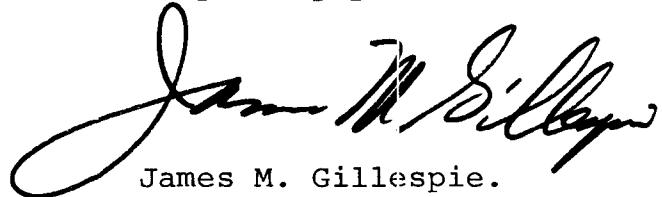
Secretary

Page 2

office and to return the remaining copies, together with the Secretary's Certificate of Recording, to the messenger making this delivery.

If you have any questions, please contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read "James M. Gillespie". The signature is fluid and cursive, with a large initial "J" and a stylized "G".

James M. Gillespie.

JMG/sgs

Enclosures.



## TIGER LEASING GROUP

May 18, 1979.

Harris Trust and Savings Bank,  
as Trustee of the North American  
Car Corporation Equipment and  
Collateral Trust, Second 1970 Series  
111 West Monroe Street  
Chicago, Illinois

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INTERSTATE COMMERCE COMMISSION

Gentlemen:

Referring to Section 3.06 of the Equipment and Collateral Trust Agreement, dated as of August 15, 1970, between you, as Trustee and North American Car Corporation, an Illinois corporation, as Lessee, North American Car Corporation, a Delaware corporation, which succeeded by merger to said Illinois corporation and which has duly assumed all obligations of said Illinois Corporation under said Agreement, hereby agrees with you as follows:

1. The cars described in Exhibit I, which were a part of the Trust Equipment (as defined in said Agreement) have been destroyed or otherwise disposed of or became unsuitable and unnecessary for the use of the Company (hereinafter the "Released Cars") in accordance with the terms of said Agreement. The fair market value of the Released Cars immediately prior to such destruction or other such disposition is set forth in Exhibit I and is equal to any sale price thereof. By execution hereof the Trustee hereby releases and quitclaims over to North American any and all interest of the Trustee in and to the Released Cars set forth in Exhibit I under the Agreement.

2. The Released Cars have been replaced by the cars described in Exhibit A (the "Added Cars"), which have been delivered to North American, as lessee, are marked as required by Section 3.04 of said Agreement and have the fair market value set forth in Exhibit A which is less than the cost thereof.

3. All other cars constituting a part of the Trust Equipment at the date hereof are in existence and in interchange condition. In the case of any Trust Equipment repainted during the preceding year, the marking required by Section 3.04 of said Agreement has been preserved or repainted cars have again been marked as required by said Section.

4. The Trust Equipment has been insured against loss or damage in accordance with the terms of the Agreement.

The undersigned agent is hereby designated by you to accept delivery and certify as to the marking of cars and he hereby certifies to you that said Added Cars have been delivered to him as such agent.

North American herewith delivers to you (a) a bill of sale transferring title to you, as Trustee, to such replacement cars, and (b) the opinion

**RAILCAR DIVISION • NORTH AMERICAN CAR CORPORATION**

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Harris Trust and Savings Bank,  
as Trustee of the North American  
Car Corporation Equipment and  
Collateral Trust, Second 1970 Series  
Page 2

of Counsel, as to your title to such Added Cars, both complying with the  
requirement of said Agreement.

North American Car Corporation requests that you execute this  
instrument in the space provided below, in consideration hereof, for the  
purpose of constituting this instrument a Supplement to the Agreement. Said  
Agreement shall continue in full force and effect except as amended  
herein. To the extent the Agreement requires certification as to any of  
the above items the signature of the officer named below shall constitute  
such certification.

Very truly yours,

NORTH AMERICAN CAR CORPORATION

J. Harism

Donald A. Backus

As Agent as aforesaid

(Corporate Seal)

ATTEST:

J. B. Lleyri

Assistant Secretary

HARRIS TRUST AND SAVINGS BANK, TRUSTEE

W. J. J. J.

Vice President

(Corporate Seal)

ATTEST:

R. J. J. J.

Trust Officer

State of Illinois)

) SS:

County of Cook

I Wesley M. Helander, a Notary Public in and for the County and State aforesaid, do hereby certify that on the 21st day of May, 1979, J. A. Harrison & J. M. Giller

known to me to be the Vice President and the Assistant Secretary, respectively of North American Car Corporation, personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Noris M. Hebbard

Notary Public

My Commission Expires: 5-6-82

State of Illinois)

) SS:

County of Cook

I LAVETTE C. SEAY, a Notary Public in and for  
the County and State aforesaid, do hereby certify that on the 23rd day  
of May, 1979, J. L. SPRENG

and R. G. MASON, known to me to be one of the Vice Presidents and one of the Trust Officers, respectively, of Harris Trust and Savings Bank, of Chicago, personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Lanette C. Seay

Notary Public

My Commission Expires: **NOVEMBER 29, 1980**

NORTH AMERICAN CAR CORPORATION  
SECOND 1970 EQUIPMENT TRUST  
RELEASED CARS

<u>Serial Numbers</u>	<u>Description</u>	<u>Fair Value</u>
4310, 4316	Class LU, 70 ton, Alldoor car	\$ 64,586.74
34624, 34536, 34658, 34661, 34663, 34675, 34683, 34687, 34695, 34697	Class 112A340W, 100 ton, 34,000 gallon capacity tanks	296,514.37
56500, 56501, 56502, 56503, 56504	Class LO, 100 ton, 5,650 cu. ft. capacity covered hoppers	134,603.12
		<u>\$495,704.23</u>

NORTH AMERICAN CAR CORPORATION  
SECOND 1970 EQUIPMENT TRUST  
REPLACEMENT CARS

<u>Serial Number</u>	<u>Description</u>	<u>Fair Value</u>
26324	Class 111A60ALW1; 50 ton, 10,200 gallon capacity tank car	\$ 33,397.72
26236-26250	Same as above	418,534.19
26274	Same as above	23,650.32
26276	Same as above	23,721.04
		<u>\$ 499,303.27</u>

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable considerations, the receipt whereof is hereby acknowledged, North American Car Corporation, a Delaware corporation, has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver, unto Harris Trust and Savings Bank as Trustee of the North American Car Corporation Equipment and Collateral Trust Agreement, Second 1970 Series, the cars described in Exhibit A. hereto annexed, hereby warranting that it has good and valid title to said cars, free and clear of all liens and encumbrances whatsoever, other than leases as referred to in Section 3.05 of the Equipment and Collateral Trust Agreement, dated as of August 15, 1970, between Harris Trust and Savings Bank and North American Car Corporation, as successor Lessee.

TO HAVE AND TO HOLD the said cars unto the said Harris Trust and Savings Bank and its successors and assigns, forever.

IN WITNESS WHEREOF, North American Car Corporation has caused this instrument to be duly executed by its proper corporate officers thereunto duly authorized and its corporate seal to be hereto affixed and attested this 18th day of May, 1979.

NORTH AMERICAN CAR CORPORATION

BY



Vice President

(Corporate Seal)

ATTEST:

  
Assistant Secretary



NORTH AMERICAN CAR CORPORATION  
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		<hr/>
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BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS:

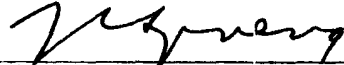
That the undersigned, as Trustee (the "Trustee"), under Equipment Trust Agreement dated as of August 15 , 1970, between the Trustee and North American Car Corporation (the "Company"), in consideration of One Dollar (\$1.00) to it hand paid by the Company, and for other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer and set over unto the Company, its successors and assigns, the Equipment described and specified in Exhibit I hereto.

TO HAVE AND TO HOLD all and singular the Trust Equipment above described to the Company, its successors and assigns, for its and their only use forever.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be duly executed under its corporate seal by its officers, this 18th day of May , 1979.

HARRIS TRUST AND SAVINGS BANK, TRUSTEE

BY

  
\_\_\_\_\_  
Officer: VICE PRESIDENT  
Name: J. L. SPRENG

(SEAL)

ATTEST:

  
\_\_\_\_\_

NORTH AMERICAN CAR CORPORATION  
SECOND 1970 EQUIPMENT TRUST  
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